

# **EXHIBIT 21**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORKIN RE: SATYAM COMPUTER SERVICES LTD.  
SECURITIES LITIGATION

No. 09-MD-2027-BSJ

**PROOF OF CLAIM AND RELEASE**

TO BE ELIGIBLE TO RECEIVE A SHARE OF THE NET SETTLEMENT FUNDS IN CONNECTION WITH THE SATYAM SETTLEMENT AND THE SETTLEMENT WITH THE PWC ENTITIES, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM, AND RETURN IT TO:

*IN RE SATYAM COMPUTER SERVICE LTD. SECURITIES LITIGATION*  
 CLAIMS ADMINISTRATOR  
 C/O RUST CONSULTING, INC.  
 P.O. BOX 2461  
 FARIBAULT, MN 55021-9161

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE AND MAIL IT BY PREPAID, FIRST-CLASS MAIL, **POSTMARKED NO LATER THAN SEPTEMBER 23, 2011**. FAILURE TO SUBMIT YOUR CLAIM BY SEPTEMBER 23, 2011 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM BEING ELIGIBLE TO RECEIVE ANY MONEY IN CONNECTION WITH THE SETTLEMENTS.

DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT, THE SETTLING PARTIES OR THEIR COUNSEL. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR AT THE ADDRESS SET FORTH ABOVE.

**GENERAL INSTRUCTIONS**

1. It is important that you completely read and understand the Notice of (I) Pendency of Class Action; (II) Proposed Settlements with Satyam Computer Services Ltd. and the PwC Entities; and (III) Motion for an Award of Attorneys' Fees and Reimbursement of Expenses (the "Notice") that accompanies this Proof of Claim and Release form ("Proof of Claim" or "Claim Form"), and the Plan of Allocation included in the Notice. The Notice and the Plan of Allocation describe the two proposed settlements that will resolve this Action against Settling Defendants, Satyam Computer Services Ltd., PricewaterhouseCoopers International Limited, Price Waterhouse (Bangalore), PricewaterhouseCoopers Private Limited, Lovelock & Lewes and PricewaterhouseCoopers LLP, how the Class Members are affected by the two Settlements, and the manner in which the Net Settlement Funds will be distributed, if the Court approves the Settlements and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Claim Form. By signing and submitting this Claim Form, you will be certifying that you have read the Notice, including the terms of the releases described therein and provided for herein.
2. This Proof of Claim is directed to all persons and entities who, from January 6, 2004 through January 6, 2009, inclusive (the "Class Period"): (a) purchased or otherwise acquired Satyam American Depository Shares ("ADSs") traded on the New York Stock Exchange (the "NYSE"); and/or (b) were investors residing in the United States at the time they purchased or otherwise acquired Satyam Ordinary Shares traded on the National Stock Exchange of India or the Bombay Stock Exchange (the "Indian Exchanges") and who were damaged thereby (the "Class"). The Class includes the Sub-Classes consisting of: (a) all persons who exercised options to purchase Satyam ADSs pursuant to Satyam Employee ADS Plans during the Class Period and who were damaged thereby; and (b) all United States residents who exercised options to purchase Satyam Ordinary Shares pursuant to Satyam Employee Ordinary Share Option Plans during the Class Period and who were damaged thereby. Excluded from the Class are the Settling Defendants and Non-Settling Defendants; persons who, during the Class Period, were officers and/or directors of any of the Settling Defendants or of their respective parents, subsidiaries and/or affiliates; persons who, during the Class Period, were officers, directors, members or partners in any other entity Defendant or any of their respective parents, subsidiaries and/or affiliates; any entity in which any Defendant has or had a controlling interest; the Defendants' liability insurance carriers and any affiliates or subsidiaries thereof; members of the immediate families of any of the foregoing and their legal representatives, heirs, successors or assigns. Also excluded from the Class are any Class Members who properly exclude themselves by filing a valid and timely request for exclusion in accordance with the requirements set forth in the Notice.
3. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE CLASS, DO NOT SUBMIT A PROOF OF CLAIM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENTS IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU FILE A VALID REQUEST FOR EXCLUSION IN A TIMELY MANNER, ANY PROOF OF CLAIM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.

4. All Class Members will be bound by the terms of the Judgments entered in the Action WHETHER OR NOT A CLAIM FORM IS SUBMITTED, unless a valid request for exclusion from the Class is received by August 19, 2011. The Judgments will release and enjoin the filing or continued prosecution of the Released Plaintiffs' Claims against the Released Settling Defendant(s) Parties, as described in the Notice.
5. You may only participate in the distribution of the Net Settlement Funds if you are a member of the Class and if you complete and return this form as specified below. If you fail to file a timely, properly addressed, and completed Claim Form, your claim may be rejected and you may be precluded from receiving any distribution from the Net Settlement Funds. You only need to submit one Proof of Claim form to make a claim in both Settlements.
6. **Submission of this Claim Form does not guarantee that you will share in the Net Settlement Funds.** The distribution of the Net Settlement Funds will be governed by the Plan of Allocation set forth in the Notice, if approved by the Court, or such other plan of allocation as the Court approves.
7. Use Part III of this Claim Form entitled "SCHEDULE OF TRANSACTIONS IN SATYAM SECURITIES" to supply all required details of your transaction(s) in and holdings of Satyam ADSs and/or Ordinary Shares. On the schedule, please provide all of the information requested below with respect to ***all*** of your holdings, purchases, other acquisitions and sales of Satyam ADSs and/or Ordinary Shares, whether such transactions resulted in a profit or a loss. **Failure to report all transactions during the requested periods may result in the rejection of your claim.**
8. You are required to submit genuine and sufficient documentation for all your transaction(s) in and holdings of Satyam ADSs and/or Ordinary Shares as set forth in the Schedule of Transactions in Part III. Documentation may consist of copies of brokerage confirmations or monthly statements. The Settling Parties and the Claims Administrator do not independently have information about your investments in Satyam ADSs or Ordinary Shares. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR COULD RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. **Please keep a copy of all documents that you send to the Claims Administrator.**
9. Separate Claim Forms should be submitted for each separate legal entity (e.g., a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Claim Form should be submitted on behalf of one legal entity including all transactions made by that entity on one Claim Form, no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions made in all accounts on one Claim Form).
10. All joint beneficial owners must each sign this Claim Form. If you purchased or acquired Satyam ADSs or Ordinary Shares and held the securities in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or acquired Satyam ADSs or Ordinary Shares and the securities were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner of these securities, but the third party is the record owner.
11. Agents, executors, administrators, guardians, and trustees must complete and sign the Claim Form on behalf of persons represented by them, and they must:
  - (a) expressly state the capacity in which they are acting;
  - (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Satyam securities; and
  - (c) furnish herewith evidence of their authority to bind the person or entity on whose behalf they are acting. (Authority to complete and sign a Claim Form cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade stock in another person's accounts.)
12. By submitting a signed Claim Form, you will be swearing that you:
  - (a) own(ed) the Satyam securities you have listed in the Claim Form; or
  - (b) are expressly authorized to act on behalf of the owner thereof.
13. By submitting a signed Claim Form, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.